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***Med 1st, L.L.C.
1009 Kingsborough Gardens Court
Lutz, Florida 33549***

October 20, 2004

Department of State
Division of Corporations
Corporation Filing
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization
Med 1st, L.L.C.

Dear Personnel:

Please send the certified copy for the new Florida LLC to the above address. Enclosed is \$155.00 for the filing fee, registered agent fee and for a certified copy of record. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Terence Williams", with a long horizontal flourish extending to the right.

Terence Williams

ARTICLES OF ORGANIZATION OF Med 1st, L.L.C.

The undersigned hereby certifies that they have a purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I NAME

The name of the limited liability company shall be **Med 1st, L.L.C.**, and its **principal place of business and mailing and street address** shall be, **1009 Kingsborough Gardens Court, Lutz, Florida 33549**, Florida Statute §608.407(1)(a)&(b), but it shall have the power and authority to establish branch offices at such place or places as may be designated by the members.

ARTICLE II PURPOSE AND POWERS

The general nature of the business to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in the rendition of **retail products** as authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any such contracts.

Med 1st, L.L.C.

Articles of Organization; Initials:

JW *HP*

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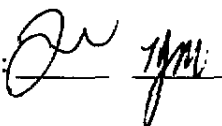
FILED

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render and other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, or do.

ARTICLE III CAPITAL CONTRIBUTION

Capital contributions in the amount of One Thousand Dollars (\$ 1,000.00) cash shall be paid to the limited liability company. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares. Florida Statute §608.4211.



ARTICLE IV PROFITS AND LOSES

- (a) **Sharing of Profits.** The member(s) shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to an equal distributive share of the profits or to the distributive share of the profits specified as follows:

<i>Thomas Mistretta</i>	<i>50%</i>
<i>Terence Williams</i>	<i>50%</i>

The distributive share of the profits shall be determined and paid, such as: each year on the anniversary date of the commencement of business of the limited liability company, the month and day of such commencement date being **October 20, 2004**.

- (b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if such sources are insufficient to cover such losses, by the member(s) in equal shares as set forth in paragraph (a). Florida Statute §608.4261.

ARTICLE V LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE VI PRINCIPAL PLACE OF BUSINESS

The **mailing and street address** of the principal office of this limited liability company shall be located at **1009 Kingsborough Gardens Court, Lutz, Florida 33549**.

ARTICLE VII DURATION

This limited liability company shall exist until dissolved, but not to exceed 30 years from the date of filing with the Department of State as provided by law, or as provided in the regulations adopted by the members. Florida Statute §608.

ARTICLE VIII MANAGEMENT

This limited liability company shall be managed by the members of the Limited Liability Company. The name and address of the person who shall serve as such until the first annual meeting of the member(s) or until a successor is elected and qualify is the same, **Thomas Mistretta and Terence Williams**, whose address is **1009 Kingsborough Gardens Court, Lutz, Florida 33549**. Management of this limited liability company is reserved to its members as a manger-managed company. Florida Statute §608.407.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The mailing and street address of the initial registered office of the limited liability company is **1009 Kingsborough Gardens Court, Lutz, Florida 33549**, and the name of its registered agent at such address for the limited liability company is **Terence Williams**, at **1009 Kingsborough Gardens Court, Lutz, Florida 33549**. Florida Statute §608.407. I hereby affirm that I am familiar with the duties and obligations of registered agent and accept the obligations of registered agent.



*Terence Williams, Member
and initial registered agent*

ARTICLE X RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admissions to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership

of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.


The undersigned, being the original member(s) of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **Med 1st, L.L.C.**

Executed by the undersigned at 4600 North Habana Avenue, Suite 17, Tampa, Florida 33614.


IN WITNESS WHEREOF, the parties hereto have executed these Articles of Organization of **Med 1st, L.L.C.**, effective as members for a limited liability company to perform as a buyers and sellers of real estate for profit:

**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing instrument was acknowledged before me this 20th day of October, 2004, by **Terence Williams and Thomas Mistretta** who is personally known to me or produced identification.



**Terence Williams, Member
and initial registered agent**



Thomas Mistretta, Member

NOTARY PUBLIC--STATE OF FLORIDA



[Print, type, or stamp commissioned name of notary.]

☒
 ☐

Personally known

Produced identification

Type of identification produced _____



SHARI FRENCH
MY COMMISSION # **BD 089143**
EXPIRES: February 5, 2008
Bonded Thru Budget Notary Services

Med 1st, L.L.C.

Articles of Organization; Initials: 